

DECLARATION OF PAUL ROTH
PRESIDENT - SALES AND MARKETING
AT&T MOBILITY LLC

I, Paul Roth, hereby declare the following:

1. My name is Paul Roth. I am the President - Sales and Marketing of AT&T Mobility LLC. ("AT&T Mobility"). My responsibilities as President - Sales and Marketing include overseeing AT&T Mobility's sales and marketing operations on a national basis including our rate plans and service offerings. I am very familiar with the handsets, features and rate plans AT&T Mobility offers to its subscribers and the process that AT&T Mobility uses to set the prices and other terms of its service plans.

2. The purpose of this declaration is to provide information showing that AT&T's acquisition of Dobson will not harm competition in the provision of wireless services in any area of the country.

Competition in Wireless Services

3. AT&T Mobility sets its competitive strategy and makes the vast majority of its competitive decisions in response to the vigorous competition at the national level. Like those of other national carriers, all of the rate plans AT&T Mobility currently offers in the continental United States are "national" plans which give subscribers a consistent number of minutes of service for a single monthly price, without regard to the location in which each call originates or terminates domestically, i.e. there are no extra charges for roaming.¹ AT&T Mobility tries to offer the most attractive package of features that it can, consistent with technology and costs, regardless of whether other competitors in a local area are offering or can offer similar features.

¹ Fewer than 10 percent of AT&T Mobility subscribers are on previously-purchased "legacy plans" of less than national scope.

4. AT&T Mobility's service offerings and rate plans are uniform in all areas of the country for a number of reasons. First and foremost, it has found that subscribers in different areas of the country have very similar demands for wireless telephony services and features. As a result, national plans that appeal to customers in one area are likely to be equally appealing to customers in other regions. Offering the same plans around the country is also more cost efficient. National plans reduce the administrative costs associated with maintaining and adjusting local plans, training personnel, and maintaining different call centers for different regions of the country. Uniform national plans also permit AT&T to more easily contract with national retailers to resell AT&T wireless service. The costs of maintaining different pricing or plans in local areas, other than rare local promotions as described below, would likely outweigh any additional revenue AT&T Mobility could expect to earn by offering such plans. Moreover, our largest competitors are national and structure pricing for national subscribers.

5. AT&T Mobility develops its rate plans, features, and prices in response to competitive conditions and offerings at the national level – primarily the plans offered by the other national carriers. In particular, AT&T Mobility does not view Dobson as a competitor to which it must respond in developing or modifying its rate plans and service offerings, or to which it must respond with competitive local promotions. It does not view Dobson as a price leader. Accordingly, Dobson plays an insignificant role in AT&T Mobility's pricing decisions. In fact, I am unaware of any particular instance in which AT&T Mobility has reduced pricing or otherwise responded to plans offered by Dobson nationally or in any local area.

6. On infrequent occasions, AT&T Mobility will lower prices in a local area or region to boost sales. Even in such cases, however, its decisions are based on the actions of the major national carriers and aggressive local competitors, including Metro PCS and Leap. Prices

of these promotional offers are always lower and never higher than the prices of AT&T Mobility's national plans. However, promotional offers may not include some features of the standard national plans such as rollover minutes, unlimited nights and weekends, and unlimited on network mobile to mobile calling. Even when AT&T Mobility has considered or implemented such local pricing variation, they are not implemented at a level as small as a Cellular Market Area (CMA), and are typically offered to customers throughout an entire state or region. Promotions typically last no longer than six months, and many are ended after a mandatory review at 90 days.

7. Local rate plan promotions are not offered at the discretion of local managers and must be approved at senior levels of the company. Local rate promotions are rarely approved. For example, there have been only two such promotions approved so far in 2007. In addition, AT&T Mobility's regional Vice President General Managers ("VPGMs") have discretion to lower handset pricing in order to meet sales targets.

8. AT&T Mobility does not view Dobson as offering a mix of features, services, and plans that closely matches AT&T Mobility's offerings, and does not believe customers would view Dobson in that way in the few areas where the two companies' operations overlap. Although local and regional carriers such as Dobson can offer services that are attractive to many customers, AT&T Mobility views other national carriers such as Verizon, Sprint/Nextel, and T-Mobile as offering services that are more like AT&T Mobility's offerings than those Dobson offers.

I declare under penalty of perjury that the foregoing is true and correct. Executed on July 12, 2007.



Signed: /s/ Paul Roth

Paul Roth

President - Sales and Marketing
AT&T Mobility, LLC.